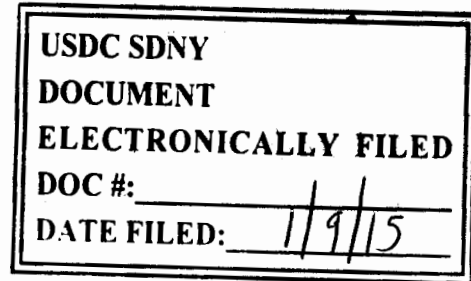


McMahon, C.



UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
BEHAVIOUR INTERACTIVE INC.,

Plaintiff,

-against-

MLB ADVANCED MEDIA, LP,

Defendant.
-----X

Case No. 14-CV-8797 (CM)

STIPULATION

WHEREAS, plaintiff Behaviour Interactive Inc. ("Behaviour") commenced this action for breach of contract and unjust enrichment against defendant MLB Advanced Media, LP ("MLBAM") on October 31, 2014;

WHEREAS, on December 10, 2014, MLBAM informed Behaviour of its belief that because of the identity of certain partners of Defendant, diversity jurisdiction is lacking under 28 U.S.C. § 1332 and has more recently provided documentation and a sworn declaration substantiating MLBAM's belief;

NOW, THEREFORE, IT IS STIPULATED AND AGREED, between the undersigned, being counsel to Behaviour and MLBAM (each a "Party;" collectively, the "Parties") in the above-captioned litigation, as follows:

1. The Parties agree that Behaviour will submit a notice of voluntary dismissal without prejudice in this action pursuant to Fed. R. Civ. P. 41(a)(1)(A)(i), contemporaneously with the filing of this Stipulation.

2. The Parties further agree that Behaviour will refile the complaint in this action in the Supreme Court of the State of New York, New York County ("State Court"), amending the complaint only insofar as necessary to make the complaint suitable for such filing, including by

amending allegations regarding jurisdiction and venue, amending the date of filing, and amending the caption to reflect the State Court forum.

3. The Parties further agree that upon Behaviour's refiling of the complaint in the State Court, MLBAM will not file a motion to dismiss the complaint under CPLR § 3211. Rather, MLBAM will respond to Behaviour's State Court complaint by filing an answer, which it will serve within the time allotted in CPLR § 3012.

4. The Parties further agree that Goldman Ismail Tomaselli Brennan & Baum LLP is authorized to accept service of process in the State Court action on behalf of MLBAM.

5. The Parties further agree that Behaviour will seek to file the complaint in State Court under seal.

6. The Parties' rights and defenses with respect to the claims asserted in this action are otherwise preserved in all respects.

7. This Stipulation may be executed in counterparts transmitted electronically or by facsimile, and in such event each transmitted counterpart shall be deemed an original.

8. Nothing in this Stipulation shall prevent the Parties from subsequently agreeing to any modification of this Stipulation. Any such modification shall be in writing and signed by both Parties or their respective counsel.

STIPULATED AND AGREED TO:

Dated: New York, New York

January 8, 2015

**FRANKFURT KURNIT KLEIN & SELZ
PC**

By: 

Toby M. Butterfield

Andrew D. Jacobs

488 Madison Avenue

New York, NY 10022

Tel: 212-980-0120

Fax: 212-593-9175

*Attorneys for Plaintiff Behaviour Interactive
Inc.*

**GOLDMAN ISMAIL TOMASELLI
BRENNAN & BAUM LLP**

By: 

Alan E. Littmann

564 West Randolph Street, Ste. 400

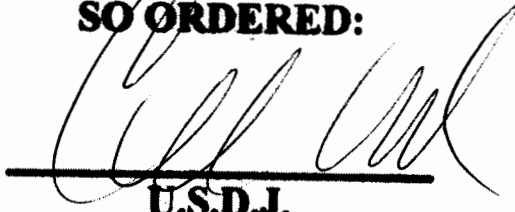
Chicago, IL 60661

Tel: 312-881-5969

Fax: 312-881-5961

*Attorneys for Defendant MLB Advanced Media,
L.P.*

SO ORDERED:


U.S.D.J.

enc

1/9/2015